

PO8000007340

(Requestor's Name)

KIM BARRETT
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TALLAHASSEE FLORIDA

TS

Merger
2/1/08

SCUDDER LAW FIRM

WWW.SCUDDERLAW.COM

P.C., L.L.C.

January 23, 2008

VIA FEDEX

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Filing of Articles of Merger

To Whom It May Concern:

Enclosed please find original Articles of Merger (containing an original Plan of Merger as Exhibit A to the Articles of Merger) for Cormack Restaurant Management Inc. Also enclosed is payment of \$70.00 for filing of the Articles of Merger. A FedEx envelope is included for return of the acknowledgment. Should the filing be rejected for any reason, please use the enclosed FedEx envelope for the return of documents. Please call Ryan Beach with questions. He can be reached at 402-435-3223.

Your prompt assistance is appreciated.

Regards,



Kim Barrett

Enc.

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act and the Nebraska Business Corporation Act.

ARTICLE I SURVIVING CORPORATION

The name and jurisdiction of the surviving corporation is: Cormack Restaurant Management Inc., a Florida corporation, with document number P08000007340 (the "Surviving Corporation").

ARTICLE II MERGING CORPORATION

The name and jurisdiction of the merging corporation is: Cormack Restaurant Management, Inc., a Nebraska corporation, with document number 1463501 (the "Merging Corporation").

ARTICLE III PLAN OF MERGER

The Plan of Merger is attached hereto as Exhibit A.

ARTICLE IV EFFECTIVE DATE

The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

ARTICLE V ADOPTION BY SURVIVING CORPORATION

The Plan of Merger was adopted by the shareholders and directors of the Surviving Corporation on January 23rd, 2008. Five hundred (500) shares of \$0.01 par value common stock were entitled to be cast by the shareholders of the Surviving Corporation on the Plan of Merger and five hundred (500) shares at \$0.01 par value common stock were cast in favor of the Plan of Merger, which is sufficient for approval.

ARTICLE VI ADOPTION BY MERGING CORPORATION

The Plan of Merger was adopted by the shareholders and directors of the Merging Corporation on January 23rd, 2008. Five hundred (500) shares of \$1.00 par value common stock were entitled to be cast by the shareholders of the Merging Corporation on the Plan of Merger and five hundred (500) shares at \$1.00 par value common stock were cast in favor of the Plan of Merger, which is sufficient for approval.

Signature Page Follows

FILED
08 JAN 28 AM 11:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA


SURVIVING CORPORATION:

Cormack Restaurant Management Inc.
a Florida corporation


By: Craig Cormack, President

MERGING CORPORATION:

Cormack Restaurant Management, Inc.
a Nebraska corporation


By: Craig Cormack, President

**PLAN OF MERGER
OF
CORMACK RESTAURANT MANAGEMENT, INC.
A NEBRASKA CORPORATION
WITH AND INTO
CORMACK RESTAURANT MANAGEMENT INC.
A FLORIDA CORPORATION**

THIS PLAN OF MERGER (this "Plan") is made as of this 23rd day of January 2008, by and between Cormack Restaurant Management, Inc., a Nebraska corporation (the "Merging Company"), and Cormack Restaurant Management Inc., a Florida corporation (the "Surviving Company"; and together with the Merging Company, the "Companies").

WHEREAS, the Merging Company is owned and controlled in equal amounts by the Linda J. Cormack Revocable Trust, as Amended and Restated in 2003, and the Craig O. Cormack Revocable Trust, as Amended and Restated in 2003 (collectively, the "Owners") and the Surviving Company is also owned and controlled in equal amounts by the Owners.

WHEREAS, the Owners desire to merge the Merging Company with and into the Surviving Company on the terms set forth in this Plan;

WHEREAS, each of the Companies deems it advisable and in its own best interest that the Merging Company be merged with and into the Surviving Company.

NOW, THEREFORE, in consideration of the foregoing premises and of the mutual agreements and covenants herein contained, it is hereby agreed as follows:

1. Merger. On the effective date of the merger, the Merging Company shall be merged with and into the Surviving Company, the Merging Company shall thereupon cease to exist, and the Surviving Company shall continue to exist.

2. Surviving Company. After the merger, the Surviving Company shall have the use of and operate under the name of "Cormack Restaurant Management Inc." and it shall be a corporation organized under and governed by the laws of the State of Florida.

3. Property. Upon and after the effective date of the merger, all of the assets and properties (real, personal, mixed, tangible, intangible, and of every other kind and description and wheresoever situated) of the Merging Company shall become the assets and properties of the Surviving Company, and title thereto shall be deemed to be vested, without further act or deed, in the Surviving Company just as effectively as such title was vested in the Merging Company.

4. Liabilities. Upon and after the effective date of the merger, all debts, liabilities, obligations, and duties of the Merging Company shall be assumed by the Surviving Company, and thenceforth the Surviving Company shall be responsible, without limitation as to amount, for such debts, liabilities, obligations, and duties just as fully and to the same extent as if such debts,

liabilities, obligations, and duties had been originally incurred or contracted by the Surviving Company.

5. Management. Upon and after the effective date of the merger the officers and directors of the Merging Company shall have no power, authority, or responsibility to manage the Merging Company, and the affairs of the Surviving Company shall be managed and directed by the duly elected officers and directors of the Surviving Company.

6. Treatment of Corporate Shares.

a. On the effective date of the merger, all issued and outstanding shares of capital stock of the Merging Company will be canceled. No cash, obligations, or securities of the Surviving Company will be issued to the holder of any equity interests of the Merging Company.

b. All shares of capital stock in the Surviving Company that were previously issued and outstanding shall remain issued and outstanding after the effective date of the merger.

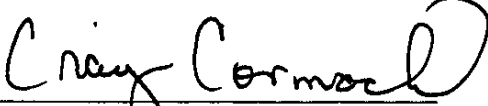
7. Effective Date. The merger contemplated by this Plan shall become effective upon the filing of Articles of Merger with the Secretary of State of the State of Florida or at such later date and time as may be specified in such certificate of merger.

Signature Page Follows

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first above written.


SURVIVING CORPORATION:

Cormack Restaurant Management Inc.
a Florida corporation


By: Craig Cormack, President

MERGING CORPORATION:

Cormack Restaurant Management, Inc.
a Nebraska corporation


By: Craig Cormack, President